

**IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF COLUMBIA**

UNITED STATES OF AMERICA, *et al.*,

*Plaintiffs,*

v.

US AIRWAYS GROUP, INC. and AMR  
CORPORATION,

*Defendants,*

Case No. 1:13-cv-01236-CKK

**AMERICAN AIRLINES GROUP, INC.’S REPORT OF COMPLIANCE WITH  
ANTITRUST PROCEDURES AND PENALTIES ACT REQUIREMENTS**

American Airlines Group, Inc., as successor to Defendants US Airways Group, Inc. (“US Airways”) and AMR Corporation (“American”), by and through its undersigned counsel, respectfully makes this submission pursuant to Section 2(g) of the Antitrust Procedures and Penalties Act, 15 U.S.C. § 16(g), describing written and oral communications between officers, directors, employees, or agents of US Airways and American and officers or employees of the United States concerning or relevant to the Proposed Final Judgment (“PFJ”) filed in this matter on November 12, 2013.<sup>1</sup>

Excluding, in accordance with Section 2(g), communications “made by counsel of record alone with the Attorney General or the employees of the Department of Justice alone,” officers, directors, employees, or agents of US Airways or American had the following communications

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<sup>1</sup> Capitalized terms used herein and not otherwise defined have the meanings set forth in the PFJ.

with officers or employees of the United States about a potential consensual resolution of this action:

1. On August 26, 2013, US Airways' agent Jim Millstein, Chairman and Chief Executive Officer of Millstein & Co., met with United States Deputy Attorney General James M. Cole.

2. On September 14 and 15, 2013, US Airways' agent Hilary B. Rosen, Managing Director of SKDKnickerbocker, spoke by phone with Carri Twigg, Associate Director of the Office of Public Engagement at The White House.

3. On or about September 20, 2013, US Airways' agent Hilary B. Rosen, Managing Director of SKDKnickerbocker, spoke by phone with Mary Beth Maxwell of the Department of Labor.

4. On September 22, 2013, US Airways' agent Jim Millstein, Chairman and Chief Executive Officer of Millstein & Co., met with United States Deputy Attorney General James M. Cole.

5. On October 16, 2013, US Airways' agent Jim Millstein, Chairman and Chief Executive Officer of Millstein & Co., met with United States Deputy Attorney General James M. Cole.

6. On October 19, 2013, US Airways' agent Jim Millstein, Chairman and Chief Executive Officer of Millstein & Co., corresponded with United States Deputy Attorney General James M. Cole by email.

7. On October 21, 2013, US Airways' outside counsel Paul T. Denis and Richard G. Parker, American's outside counsel Joe Sims, US Airways' President Scott Kirby, US Airways' Executive Vice President of Corporate Affairs Stephen L. Johnson, American's Senior Vice

President and General Counsel Gary F. Kennedy, and American's Associate General Counsel R. Bruce Wark made a presentation to Renata B. Hesse and Kathleen S. O'Neill of the Department of Justice ("DOJ").

8. On October 24, 2013, US Airways' agent Jim Millstein, Chairman and Chief Executive Officer of Millstein & Co., met with United States Deputy Attorney General James M. Cole.

9. On October 24, 2013, American's outside counsel MJ Moltenbrey, Thomas A. Roberts, Stephen Karotkin, and Glenn D. West and American's Senior Vice President and General Counsel Gary F. Kennedy spoke by phone with DOJ's Renata B. Hesse, Mark Ryan, and Kathleen S. O'Neill.

10. On October 27, 2013, US Airways' agent Jim Millstein, Chairman and Chief Executive Officer of Millstein & Co., spoke by phone with United States Deputy Attorney General James M. Cole.

11. On October 28, 2013, US Airways' outside counsel Richard G. Parker, Paul T. Denis, and Gorav Jindal, American's outside counsel MJ Moltenbrey and John M. Majoras, American's Senior Vice President and General Counsel Gary F. Kennedy, and American's Associate General Counsel R. Bruce Wark spoke by phone with DOJ's David I. Gelfand, Renata B. Hesse, and Sonia K. Pfaffenroth.

12. On October 31, 2013, US Airways' outside counsel Paul T. Denis and Gorav Jindal, US Airways' Executive Vice President of Corporate Affairs Stephen L. Johnson, and American's outside counsel MJ Moltenbrey and John M. Majoras spoke by phone with DOJ's William H. Stallings, David I. Gelfand, Renata B. Hesse and Kathleen S. O'Neill.

13. On November 3, 2013, US Airways' outside counsel Paul T. Denis, American's outside counsel MJ Moltenbrey, Joe Sims and Timothy S. Longman, US Airways' Vice President of Legal and Government Affairs Howard Kass, American's Senior Vice President and General Counsel Gary Kennedy, and American's Associate General Counsel R. Bruce Wark met with DOJ's William H. Stallings, Renata B. Hesse, and Patricia A. Brink. James A. Donahue, III, representing the Commonwealth of Pennsylvania, also participated in the meeting.

14. On November 3 and 4, 2013, US Airways' agent Hilary B. Rosen, Managing Director of SKDKnickerbocker, corresponded with DOJ's Brian Fallon, Gina Talamona, and Peter J. Kadzik by email.

15. On November 4, 2013, US Airways' outside counsel Gorav Jindal and Andrew Forman, American's outside counsel MJ Moltenbrey, US Airways' Vice President of Airport and Government Affairs Michael Minerva, US Airways' Managing Director of Corporate Real Estate Kirk Hotelling, and American's Associate General Counsel R. Bruce Wark met with DOJ's William H. Stallings, Michael Billiel, Robert D. Young, and Caroline E. Laise. American's Vice President of Real Estate Kevin E. Cox and Managing Director of Properties Charlotte Teklitz, as well as representatives from the State of Florida, participated in the meeting by phone.

16. On November 6, 2013, US Airways' outside counsel Paul T. Denis and Gorav Jindal, American's outside counsel MJ Moltenbrey, US Airways' Vice President of Legal and Government Affairs Howard Kass, American's Senior Vice President and General Counsel Gary F. Kennedy, and American's Associate General Counsel R. Bruce Wark spoke by phone with DOJ's William H. Stallings, Michael Billiel, Caroline E. Laise, and Leah McCoy.

17. Between November 8 and 11, 2013, US Airways' Executive Vice President of Corporate Affairs Stephen L. Johnson, US Airways' Vice President of Legal and Government

Affairs Howard Kass, American's Senior Vice President of Government Affairs William K. Ris, American's Senior Vice President and General Counsel Gary F. Kennedy, and American's Associate General Counsel Bruce Wark participated in telephone calls with DOT's Kathryn B. Thomson, John Porcari, Susan Kurland, Jonathan Moss, Todd Homan, Robert Goldner, and other DOT staff.

18. Between November 8 and 11, 2013, US Airways' agent Hilary B. Rosen, Managing Director of SKDKnickerbocker, spoke by phone with DOJ's Terrell McSweeney.

19. On November 9 and 10, 2013, US Airways' agent Hilary B. Rosen, Managing Director of SKDKnickerbocker, spoke by phone with DOT's Sarah Feinberg, and US Airways' agent Jill Zuckman, Managing Director of SKDKnickerbocker, spoke by phone with DOT's Megan Keck and corresponded with DOT's Kathryn B. Thomson and John Porcari by email.

20. On November 10 and 11, 2013, US Airways' agent Jill Zuckman, Managing Director of SKDKnickerbocker, corresponded with DOT officials by phone and email.

21. On November 11, 2013, US Airways' outside counsel Paul T. Denis, Andrew Forman, and Richard G. Parker, American's outside counsel MJ Moltenbrey, Joe Sims, and John M. Majoras, American's Senior Vice President and General Counsel Gary F. Kennedy, American's Associate General Counsel R. Bruce Wark, US Airways' Executive Vice President of Corporate Affairs Stephen L. Johnson, US Airways' Vice President of Legal and Government Affairs Howard Kass, and US Airways' Vice President of Airport and Government Affairs Michael Minerva met with DOJ's Renata B. Hesse and David I. Gelfand. James A. Donahue, III, representing the Commonwealth of Pennsylvania, also attended the meeting.

22. On November 12, 2013, American's outside counsel and American's Vice President for Network Planning Charles Schubert spoke by phone with DOJ's Caroline E. Laise and Robert D. Young.

23. On November 12 and 13, 2013, US Airways' agent Hilary B. Rosen, Managing Director of SKDKnickerbocker, corresponded by email with DOJ's Terrell McSweeney and DOT's Sarah Feinberg.

Dated: December 9, 2013

Respectfully submitted,

/s/ Paul T. Denis

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